

The Secretary
Bombay Stock Exchange Limited
Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 023

National Stock Exchange of India
Ltd.,
Plot No.C/1 'G' Block
Bandra – Kurla Complex
Bandra East, Mumbai 400 051

Deutsche Bank
Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB

Societe de la Bourse de Luxembourg,
Avenue de la Porte Neuve
L-2011 Luxembourg,
B.P 165

Sub: Proceedings and Outcome of the 39th Annual General Meeting of the Company held on 29th April, 2022 -Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

This is to inform you that the **39th** Annual General Meeting (AGM) of the Members of Ambuja Cements Limited was held on Friday, 29th April, 2022 **at 2.00 p.m. through** Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and concluded at 3.30 p.m.

We are enclosing the following information by way of Annexures in connection with the Proceedings and Voting Results of the AGM held pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations and Rule 20 of The Companies (Management and Administration) Rules, 2014 :-

1. Proceedings of the AGM of the Company pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements), 2015 - **Annexure A.**
2. The Chairman's speech as read out during the AGM - **Annexure B**
3. Details regarding the Voting Results of the business transacted at the AGM of the Company in the format prescribed pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) - **Annexure C.**
4. Report of the Scrutinizer dated 29th April, 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules 2014 - **Annexure D.**

AMBUJA CEMENTS LIMITED

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CIN : L26942GJ1981PLC004717



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The voting results along with the Scrutinizer's Report are also being made available on the Company's website at www.ambujacement.com and on the website of Central Depository Services (India) Ltd. www.evotingindia.com.

We would request you to kindly take the same on your records.

Thanking you,

Yours faithfully,
For **AMBUJA CEMENTS LTD.**

RAJIV GANDHI
COMPANY SECRETARY
Membership No. A11263



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**Proceedings of the Annual General Meeting of the Company held on 29th
April, 2022**

The 39th Annual General Meeting (“AGM”) of the Company was held through Video Conference / Other Audio Visual Mode on Friday, 29th April, 2022 which commenced at 2.00 P.M. IST and concluded at 3.30 P.M. IST.

The summary of the proceedings is as under:

1. Cut-off date for e-voting : 22nd April, 2022
2. Total number of shareholders as on cut-off date: 423157
3. No. of shareholders who attended the Meeting through video conference : 78

In the absence of Mr. N S Sekhsaria, Chairman of the Board who could not attend the Annual General Meeting due to personal reasons, the Directors elected Mr. Martin Kriegner as the Chairman of the Meeting and Mr. Shailesh Haribhakti as the Vice-Chairman of this meeting for the smooth conduct of the proceedings of the meeting, in case of any connectivity issue at the end of Mr. Martin Kriegner.

Mr. Kriegner thanked the Board Chairman and the Principal Founder, Mr. Narotam Sekhsaria for his leadership and continuous support to the Company.

Mr. Kriegner extended a warm welcome to all the shareholders, auditors and other invitees joining over video conferencing.

He then informed as under:-



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- The Company had provided members the facility to cast their vote electronically on the CDSL platform, on all resolutions set forth in the Notice.
- The members who have not casted their votes earlier through remote e-voting on the CDSL, can exercise their voting rights during the AGM. Further, the shareholders who have not voted earlier can exercise the voting right during the course of the meeting.
- Mr. Neeraj Akhoury, MD & CEO, Ms. Rajani Kesari, CFO and Mr. Rajiv Gandhi, Company Secretary were also present at the meeting.
- The Directors present were requested to introduce themselves.
- Mr. Rajendra Chitale Chairman of the Audit Committee, Mr Nasser Munjee, Chairman of the Nomination and Remuneration Committee and Mr. Ranjit Shahani, Chairman of the Stakeholders Relationship Committee were present at the meeting to answer shareholders queries.
- The Executive Committee members of the Company, representatives of the Statutory Auditors M/s. Deloitte Haskins & Sells and the Secretarial Auditors, M/s. Rathi & Associates have also joined the meeting through Video conferencing.
- The Company has received four letters from corporate shareholders appointing authorized representatives under section 113 of the Companies Act, 2013 in respect of 126,34,59,779 (one twenty six crores thirty four lacs fifty nine thousand seven hundred seventy nine only) equity shares representing 63.62 % of the paid-up equity share capital of the Company.
- Since this AGM is being held electronically, physical attendance of the Members has been dispensed with and also the requirement of appointing proxy is not applicable.
- The Register of Directors & KMP and their shareholding, the Register of Contracts or Arrangements in which a Director is interested and Agreement with the MD & CEO are open for inspection by the Members during the continuance of the meeting on the Investor tab of the Company's website.

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Since the notice of the Annual General Meeting was circulated, the same was taken as read. Further as the report of the Statutory Auditors and the Secretarial Auditors were unqualified and without any adverse observations or comments, the same was also taken as read.

Mr. Kriegner then addressed the meeting. He also briefed the Members on the performance of the Company and related matters thereto.

The Company Secretary then informed the members that

- the Board of Directors have appointed Mr. Surendra Kanstiya, a Company Secretary in whole time practice as the scrutinizer to scrutinize the remote e-voting and voting during the AGM process in a fair and transparent manner.
- The e-voting period commenced on Monday, 25th April, 2022 at 10.00 A.M. and ended on Thursday, 28th April, 2022 at 5.00 P.M.

Thereafter, Mr. Kriegner initiated Question and Answer session, whereby the registered speaker shareholders expressed their views and sought clarifications on the performance of the Company and related matters one by one, which was later responded by Mr. Martin Kriegner, Mr. Neeraj Akhoury and Ms. Rajani Kesari.

Mr. Kriegner thanked the Directors and Members for participating in the Meeting and wished everyone for good health and safety in the year ahead.

Mr. Kriegner then concluded the meeting and informed the members that the e-voting process will continue for the next 15 minutes and will be disabled automatically.

After the completion of the Annual General Meeting, the scrutinizer unblocked votes cast through remote e-voting and e-voting at the AGM and submitted his

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Report. As per the report submitted by the Scrutinizer, all the Resolutions mentioned in the Notice of 39th Annual General Meeting were passed with requisite majority as given below:

Item no.	Particulars of Resolution	Type of Resolution
1.	To consider and adopt: a. the Audited Standalone Financial Statement of the Company for the Financial Year ended December 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended December 31, 2021, together with the Report of the Auditors thereon;	Ordinary
2.	To declare Final Dividend @ Rs 6.30/- per equity share for the Financial Year ended on 31st December, 2021.	Ordinary
3.	To appoint a Director in place of Mr. Christof Hassig (DIN: 01680305), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary
4.	To appoint a Director in place of Ranjit Shahani (DIN: 00103845), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
5.	Appointment of Statutory Auditors and fix their remuneration.	Ordinary
6.	Approval for Material Related Party Transaction.	Ordinary
7.	To ratify the payment of remuneration to the Cost Auditors, M/s. P.M. Nanabhoy & Co., Cost Accounts.	Ordinary

For **AMBUJA CEMENTS LTD.**

RAJIV GANDHI
COMPANY SECRETARY
Membership No. A11263



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**SPEECH OF MR. MARTIN KRIEGNER, CHAIRMAN OF THE
39TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
AMBUJA CEMENTS LIMITED**

Thank you member Directors for choosing me as the Chairperson for today's meeting.

Good Afternoon and a warm welcome to all shareholders and Directors to this 39th Annual General Meeting being conducted through video conferencing mode without the physical presence of the Members at a common venue. The meeting is being live streamed through webcast.

I thank all of you for participating in today's meeting and sincerely wish that all of you and your family members are safe & healthy.

As the requisite quorum is present, I call the meeting to Order.

Firstly, I would like to thank the Founder of AMBUJA and our Chairman, Mr. Narotam Sekhsaria for his leadership and continuous support to Ambuja. His guidance and foresight have always strongly determined the positive evolution of AMBUJA. I am privileged to chair the Company's 39th AGM on his behalf.

I have with me in the room Mr. Neeraj Akhoury, MD & CEO, Ms. Rajani Kesari, CFO and Mr. Rajiv Gandhi, Company Secretary.

During the current year and post the release of the AGM Notice and the Annual Report, Mr. P. K. Molri, Non-Executive, Non Independent Director and LIC Nominee resigned from the Board pursuant to the withdrawal of his nomination by LIC. Similarly, Mr. M. K. Sharma, Non-Executive, Non Independent Director and Holcim Nominee will step down from the Board from the close of the business hours of today as he will be attaining the age of 75 years on 4th May, 2022. The Board of Directors places on record its appreciation for the services and guidance rendered by them during their tenure.

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Mr. A. K. Anand, LIC Nominee and Mr. Mario Gross, representative of Holcim Group have joined the Board as the Non-Executive Director in place of Mr. P.K. Molri and Mr. M. K. Sharma respectively and we will soon approach the Shareholders for their approval for the appointment of these Directors.

I now call upon all the Directors who are on video conference to introduce themselves and confirm their participation in the meeting.

I would like to express my gratitude to the Board of Directors of Ambuja Cements for their leadership, strategic guidance and valuable contributions that shaped the remarkable performance during the year 2021, in spite of the challenges that arose due to the Covid situation. I would like to put on record and thank each member of the Board for their support and participation during this period.

Representatives of the Statutory Auditors M/s Deloitte Haskins & Sells and the Secretarial Auditors, M/s Rathi & Associates are also present at this meeting.

We also have the Executive Committee members and senior executives of the Company present for this meeting.

The Company has received 4 letters from corporate shareholders appointing authorized representatives under section 113 of the Companies Act, 2013 in respect of 126,34,59,779 (One twenty six crore thirty four lac fifty nine thousand seven hundred seventy nine) equity shares representing 63.62 % of the paid-up equity share capital of the Company.

Since there is no physical attendance of members, the requirement of appointing a proxy is not applicable.

The Register of Directors & KMP and their shareholding, the Register of Contracts or Arrangements in which a Director is interested are available electronically for inspection by the Members during the continuance of the meeting on the Investor tab of the Company's website.

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Members who did not vote earlier through remote e-voting may vote electronically during the course of the meeting.

As the Notice of the AGM is already circulated to all the Members, with your permission, I take the Notice of the meeting as read.

Further, as the report of the Statutory Auditors and the Secretarial Auditors were unqualified and without any adverse observations or comments in their respective reports, with your permission I take the Auditors' Report and the Report of the Secretarial Auditors as read.

The year 2021 will be remembered by all of us as a year in which we delivered an impressive all-around performance, despite many challenges posed by Covid. I am very proud of, and thankful to our frontline workers whose tireless efforts ensured safety and wellbeing of not only our employees but also of our customers and the communities in which we operate. On behalf of our Board of Directors I would like to thank them for their resilience and commitment, which helped our company deliver such an outstanding performance.

We remain very confident about the future of the Indian industry. With GDP growth rate for fiscal 2022-23 expected to be around 7%, our country is on a rapid growth path. This growth will be driven by a combination of government and private spending. The Union Budget 2022 proposed several measures which will provide a strong stimulus to the country's economic growth, which has been demonstrated by higher allocation of infrastructure spends for highways, multimodal logistic centres, cargo terminals and the newly determined infra status for data centres and energy storage systems. The Pradhan Mantri Awas Yojana, with its aim to build 8 million houses by 2023, is a strong government initiative on affordable housing.

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Such increased Government spending on infrastructure and affordable housing, coupled with low per capita consumptions, low interest rates and recovery of the real estate sector augurs extremely well for our cement industry. Your board believes that these factors will very positively impact cement demand in 2022 and beyond.

Despite numerous challenges, 2021 was a very successful year in Ambuja's history. Net sales increased by 23% year-on-year to reach an all time high of ₹ 13,794 Crore, while operating Earning Before Interest and Tax increased by 25% year-on-year to ₹ 2,656 crore. The year's performance was highest ever in many areas including, Sales volume, EBITDA, EBIT and PAT.

Credit rating agency CRISIL has affirmed the company's sound financial management and ability to service financial obligations on time, with long-term instruments rated as AAA/STABLE and short-term instruments rated as A1+.

We are pleased to report that our main subsidiary, ACC Ltd., one of India's leading cement manufacturers, also delivered a strong performance in 2021. ACC's operating EBIT increased by 40% to ₹ 2,397 Crore.

The board is pleased to recommend a final dividend of ₹ 6.30 per share for the year ended December 31, 2021, with a total pay-out ratio of 60 percent which is subject to shareholders approval at this Annual General Meeting.

Ambuja is well poised to become the **"Most Innovative, Sustainable, and Competitive Building Solutions Company in India.** Your company's strategic priorities are structured under 4 pillars - **accelerating growth, expanding solutions and products, leading in innovation and sustainability and delivering superior performance.**

During 2021 we further **accelerated our growth journey.**

- Our plans are on track to deliver 50 MTPA capacity which we have set as our near term target. This has been clearly demonstrated through successful commissioning of our new cement plant at Marwar in Rajasthan. This project has enhanced Ambuja's clinker capacity by 3.0 MTPA and cement sales potential by 5.0 MTPA.

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The plant was commissioned on 30th September 2021 and is already operating at its peak capacity.

- We have announced expansion of our grinding capacity at Ropar, Punjab by 1.5 MTPA. We are in an advanced stage of obtaining the required regulatory clearances to initiate the project.
- During the last quarter we have announced further expansion of 7 MTPA cement grinding capacity and 3.2 MTPA of clinker capacity, in the Eastern region. The expansion is a combination of brownfield and greenfield projects. We are in the advanced stage of obtaining the required regulatory clearances to initiate the project.

With these projects moving into execution mode we are well on our way to achieve our ambition of 50 MTPA capacity in the near future.

Ambuja remains committed to developing **innovative products with superior performance**.

- "**Ambuja Kawach**", our sustainable water-repellent cement launched in 2020, has emerged as a preferred premium product, with over 300 percent increase in volume year-on-year. Currently, 12 plants across the country supply "**Ambuja Kawach**" to 17 states and union territories. It gives us great pleasure to inform you that "**Ambuja Kawach**" is the first cement brand in India to be recognised by the Global Solar Impulse Foundation as a "Green Building Solution."
- "**Ambuja Cool Walls**", our green solution for walls that helps keep homes cooler in the summer and warmer in the winter, is now manufactured in 18 plants across India, with a 25% year-on-year volume growth.

Aligned to Holcim's net zero ambitions, **Sustainability** is at the core of our business strategy. Your company has developed 2030 carbon emission reduction targets that have been validated by Science Based Target Initiative (SBTi) following a globally accepted science-based approach. We have a decarbonization roadmap in place to achieve these targets.

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Our Sustainability Plan 2030 focuses on four pillars – **Climate and Energy, Circular Economy, Environment and People and Community**. Let me walk you through our performance on each of these pillars.

On the **climate and energy pillar**, we continue to accelerate growth of green solutions and products such as Ambuja Kawach. Ambuja has reduced its carbon emissions during 2021 supported by advanced manufacturing practices which led to improved efficiencies.

Ambuja is ranked fifth globally in sustainability indices under the construction materials category by the internationally renowned Dow Jones Sustainability Index (DJSI) for the second year in a row, the only Indian company to be among the top five in the sector. Furthermore, the company has been recognized for its leadership in corporate sustainability by global environmental agency CDP and has secured a place on its prestigious 'A List' for tackling water security. Ambuja is the first and only cement company in the world to have accomplished this feat demonstrating our focus on corporate sustainability.

On clean energy, 87 MW of Waste Heat Recovery Systems (WHRS) will be operational by 2023. Our Board of Directors has approved WHRS in Ambujanagar and Maratha with which all our plants will have a WHRS system by 2023. Together with this we are implementing other renewable energy projects and we remain on track to fulfill more than one third of our energy needs through clean and green sources by 2025.

At Ambuja we truly believe in and promote a circular **economy**.

"**Geocycle**" our in-house waste management arm offers safe waste management solutions for use of industrial, biomass and municipal wastes in the kilns. In 2021, we have handled close to 3 lakh tonnes of waste to generate alternative fuels. We have prioritized management of single-use plastic through co-processing, which helps to keep them out of landfills and rivers. "Geocycle" is also working with municipalities to help remediate legacy dumps by safely co-processing their segregated combustible fractions in kilns at Ambuja plants.

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We have been driving increased usage of Waste Derived Resources such as fly ash and slag in the manufacturing of cement. Your company consumed 8.8 MT Waste Derived Resources in 2021.

Our **environment** stewardship efforts focus on resource and water conservation. Our relentless efforts towards water conservation have been lauded globally this year. As I mentioned earlier, Ambuja is the only cement company to be recognised by CDP for tackling water security. Ambuja is 8 times water positive and 3.5 times plastic negative through co-processing of plastic wastes in our kilns.

Ambuja Cement Foundation, our Corporate Social Responsibility arm, carried out several interventions to address the Covid second wave's impact on communities. Ambuja Cement Foundation made a significant contribution by holding vaccination camps for employees and their families, as well as our stakeholders such as truckers and third-party employees. During 2021, Ambuja Cement Foundation focused on key intervention areas such as water resource management, agro-based livelihood, skill-based livelihood, health and sanitation, women empowerment, and education. We have spent Rs. 64.41 crore on our CSR efforts, and reached 2.81 million people in 3,457 villages in 50 districts across 11 Indian states in 2021. I am extremely proud to announce that Ambuja Cement Foundation was recognised as a Great Place to Work in the non-profit & charity organization category and has received the third ICC (Indian Chamber of Commerce) Social Impact award 2021 for women empowerment and healthcare.

Delivering **superior performance** is an everyday mantra at Ambuja. Our employees, embodied by the **ICAN** spirit, are constantly working on ideas to deliver better performance each day.

A key lever for superior performance is our digital transformation journey in manufacturing, logistics, sourcing and customer engagement.

To increase the efficiency of our cement plants, we focused on **digitalization** through the **"Plants of Tomorrow"** initiative. This programme is derived from Holcim group knowledge under which we are implementing automation technologies, robotics, artificial intelligence, and predictive maintenance throughout the entire manufacturing process. To improve product quality, plant efficiency and safety we

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implemented predictive tools. The "**Technical Information System**" (TIS) helps us in recording minute by minute performance data of our key assets while the "**Performance & Collaboration Tool**" (PACT) analyzes this data and provides reports to manage day to day operations effectively. In addition, we launched a "**Digital Eye Program**", which uses drones to inspect confined spaces. The "Mines of Tomorrow" initiative has been introduced to improve the efficiency of mining operations and support sustainable mining practices.

To optimize our logistics for road safety, enhanced efficiency and sustainability, we have deployed an industry-leading "**Transport Analytics Center**" (TAC). TAC is a digital platform that enables us to optimize the network by providing real time information across the value chain. It also improves safety of our drivers and tracks our trucks to help reduce CO₂ emissions.

Your company continues to focus on enhancing the interaction experience of its customers and influencers through various platforms and applications such as "**Ambuja Dealer connect**" for our dealers, "**Ambuja Darpan**" and "**Ambuja Abhimaan**" for our contractors. Our dealer app provides a one stop shop for all dealer interactions right from order booking, tracking, invoicing, loyalty, payments and so on. Abhimaan is an excellent platform for contractors to manage their loyalty program with us. We have also enabled the digital first concept with apps such as "**1Channel**" and "**My World**", for our teams in the field.

Our Company is setting new benchmarks across all operational parameters to **deliver superior performance**. Our performance during the year was marked by strong growth in cement sales volumes to achieve its best ever volume in 2021. Company's cement volumes increased by 17% over 2020 to 26.5 Million Tonnes (MT). We also achieved our best ever clinker and cement production. Freight and Forwarding cost optimization was driven through reduction of lead distance and improvement in direct dispatch despite steep increase in diesel prices. Under our flagship "**ICAN**" program, we have driven efficiencies across the organization enabling strong cost reduction. Various projects were undertaken across plants to bring in efficiencies in our manufacturing

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processes. Clinker Factor, Thermal Energy and Thermal Substitution Rate improved over 2020.

Under the “**Master Supply Agreement**”, the Company has fully leveraged synergies between Holcim India's two operating companies, Ambuja and ACC, to drive scale and performance. During the last two years, volumes under MSA have seen a significant acceleration. MSA has facilitated companies to achieve network optimisation and cater to additional markets. The benefits of MSA are clearly visible in the evolution of logistics cost of both companies which have trended lower despite steep increase in diesel prices.

Ambuja launched a number of innovative initiatives to educate the general public about sustainability. Holcim India and its two operating companies, Ambuja and ACC, have launched their first joint integrated sustainability campaign, **#ChangeTheStory**, to highlight India's plastic removal efforts. It focuses on cleaning the Yamuna River using Geocycle's non-invasive Bubble Barrier technology to remove plastic waste in Agra. Ambuja also launched '**Leave Behind no Waste**' campaign focused on cleaning all single use plastic generated in cricket stadiums, to make sports more environmentally friendly.

Ambuja has been ranked as India's Most Trusted Brand by TRA Research Brand Trust Report, 2022. The Company is the only cement firm to figure in the top 5 under the manufacturing category of the rankings. As a responsible cement brand that cares for people and the planet, this is surely a moment of pride for us.

Ambuja's Integrated Annual Report for 2020 was recognised by the Institute of Chartered Accountants of India for excellence in Financial Reporting.

We continue to have a sharp focus on Health and Safety. Our '**Boots on Ground**' (**BOG**) initiative is an integral part of the Health and Safety governance and assurance system. BOG focuses on visible leadership of our teams on ground to enhance safety culture and discipline.

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At Ambuja we are deeply conscious of the value of a diverse workforce. We are committed to providing equal opportunities and creating an inclusive work culture for all our employees. Our senior leadership has launched a program - 'Oorja' to support, nurture and grow our female colleagues. I am very pleased to share that Business Today ranked the company No. 1 in the Construction and Infrastructure sector in its 2022 'Best Companies to Work For' survey.

On behalf of Ambuja I would like to extend my sincere thanks to all our stakeholders – board members, employees, customers, vendors and shareholders who have believed in us and supported us to deliver superior performance and shareholder value.

Thank you.

Martin Kriegner

Chairman of 39th Annual General Meeting



AMBUJA CEMENTS LIMITED

Elegant Business Park, MIDC Cross Road 'B', Off Andheri Kurla Road, Andheri (E), Mumbai 400059.
Tel.: 022- 4066 7000 / 6616 7000, Fax: 022 - 6616 7711 / 4066 7711. Website: www.ambujacement.com
Regd. Off. : P. O. Ambujanagar, Taluka - Kodinar, Dist. Gir Somnath, Gujarat.
CIN : L26942GJ1981PLC004717

Ambuja Cements Limited.

Annexure C

Resolution Required : (Ordinary)			1 - To receive, consider and adopt a. the Audited Standalone Financial Statements of the Company for the Financial Year ended December 31, 2021, together with the Reports of the Directors and the Auditors thereon;					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	587737848	476696356	81.1070	474949152	1747204	99.6335	0.3665
	Poll		2885310	0.4909	2885310	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		479581666	81.5979	477834462	1747204	99.6357	0.3643
Public Non Institutions	E-Voting	144751020	21559735	14.8944	349610	21210125	1.6216	98.3784
	Poll		167205	0.1155	167205	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21726940	15.0099	516815	21210125	2.3787	97.6213
Total		1985645229	1754464967	88.3574	1731507638	22957329	98.6915	1.3085



Ambuja Cements Limited.

Annexure C

Resolution Required : (Ordinary)

2 - To declare a Dividend on equity shares for the financial year ended December 31, 2021.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	587737848	477920245	81.3152	477920245	0	100.0000	0.0000
	Poll		2885310	0.4909	2885310	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		480805555	81.8061	480805555	0	100.0000	0.0000
Public Non Institutions	E-Voting	144751020	21564780	14.8978	21563499	1281	99.9941	0.0059
	Poll		167205	0.1155	167205	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21731985	15.0133	21730704	1281	99.9941	0.0059
Total		1985645229	1755693901	88.4193	1755692620	1281	99.9999	0.0001



Ambuja Cements Limited.

Annexure C

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Christof Hassig (DIN: 01680305), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	587737848	477803391	81.2953	318921728	158881663	66.7475	33.2525
	Poll		2885310	0.4909	2885310	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		480688701	81.7862	321807038	158881663	66.9471	33.0529
Public Non Institutions	E-Voting	144751020	21559319	14.8941	21556959	2360	99.9891	0.0109
	Poll		167205	0.1155	167205	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21726524	15.0096	21724164	2360	99.9891	0.0109
Total		1985645229	1755571586	88.4132	1596687563	158884023	90.9497	9.0503



Ambuja Cements Limited.

Annexure C

Resolution Required : (Ordinary)			4 - To appoint a Director in place of Mr. Ranjit Shahani (DIN: 00103845), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	587737848	477803391	81.2953	324016463	153786928	67.8138	32.1862
	Poll		2885310	0.4909	2885310	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		480688701	81.7862	326901773	153786928	68.0070	31.9930
Public Non Institutions	E-Voting	144751020	21559364	14.8941	21557470	1894	99.9912	0.0088
	Poll		167205	0.1155	167205	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21726569	15.0096	21724675	1894	99.9913	0.0087
Total		1985645229	1755571631	88.4132	1601782809	153788822	91.2400	8.7600



Ambuja Cements Limited.

Annexure C

Resolution Required : (Ordinary)			5 - Appointment of Statutory Auditors and fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	587737848	477800384	81.2948	471198855	6601529	98.6184	1.3816
	Poll		2885310	0.4909	2885310	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		480685694	81.7857	474084165	6601529	98.6266	1.3734
Public Non Institutions	E-Voting	144751020	21559677	14.8943	349453	21210224	1.6209	98.3791
	Poll		167205	0.1155	167205	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21726882	15.0098	516658	21210224	2.3780	97.6220
Total		1985645229	1755568937	88.4130	1727757184	27811753	98.4158	1.5842



Ambuja Cements Limited.

Annexure C

Resolution Required : (Ordinary)			6 - Approval for Material Related Party Transaction.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1253156361	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	587737848	477780944	81.2915	477780944	0	100.0000	0.0000
	Poll		2885310	0.4909	2885310	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		480666254	81.7824	480666254	0	100.0000	0.0000
Public Non Institutions	E-Voting	144751020	21559719	14.8943	21557244	2475	99.9885	0.0115
	Poll		167205	0.1155	167205	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21726924	15.0098	21724449	2475	99.9886	0.0114
Total		1985645229	502393178	25.3013	502390703	2475	99.9995	0.0005



Ambuja Cements Limited.

Annexure C

Resolution Required : (Ordinary)			7 - Ratification of remuneration to the Cost Auditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	1253156361	1253156361	100.0000	1253156361	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1253156361	100.0000	1253156361	0	100.0000	0.0000
Public Institutions	E-Voting	587737848	477803391	81.2953	471201862	6601529	98.6184	1.3816
	Poll		2885310	0.4909	2885310	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		480688701	81.7862	474087172	6601529	98.6267	1.3733
Public Non Institutions	E-Voting	144751020	21559729	14.8944	21555044	4685	99.9783	0.0217
	Poll		167205	0.1155	167205	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21726934	15.0099	21722249	4685	99.9784	0.0216
Total		1985645229	1755571996	88.4132	1748965782	6606214	99.6237	0.3763



ANNEXURE D

SURENDRA KANSTIYA ASSOCIATES
Company Secretaries

A/304, Rahul Society
Opposite Poinsur Gymkhana
New Saibaba Nagar, Kandivli (West)
MUMBAI 400067
E mail: kanstiyask@rediffmail.com
Cell: 9820194752

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013]

Mr Martin Kriegner
Chairman of
39th Annual General Meeting of the shareholders of
Ambuja Cements Limited (CIN: L26942GJ1981PLC004717)
Held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
On Friday the 29th April 2022 at 2.00 p.m.

Sub.: Consolidated Results of remote e-voting and e-voting at the Meeting
Reference: 39th Annual General Meeting (the AGM) of the Company held on Friday the 29th April 2022

Dear Sir,

I, Surendra U Kanstiya, Practising Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and other applicable provisions, in respect of the resolutions proposed at the 39th Annual General Meeting of the shareholders of the Company held on Friday the 29th April 2022 at 2.00 p.m. through VC/OAVM, submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services Limited (CDSL).
2. The shareholders of the Company as on the 'cut-off' date i.e. Friday the 22nd April 2022 were entitled to vote on the resolutions stated in the Notice of the 39th Annual General Meeting of the Company.
3. The remote e-voting opened on Monday the 25th April 2022 at 10:00 a.m. and closed on Thursday the 28th April 2022 at 5:00 p.m.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.

5. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC/OAVM and who had not voted on remote e voting were allowed to cast their votes through e-voting system during the AGM.
6. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were finalised and downloaded from the e-voting website of CDSL.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended December 31, 2021, together with the Reports of the Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended December 31, 2021 and the Report of the Auditors thereon.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	952	1731507638	98.69%

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	42	22957329	1.31%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 2: Ordinary Resolution: To declare a Dividend on equity shares for the financial year ended December 31, 2021.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	1003	1755692620	100%

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	6	1281	0.00%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Mr. Christof Hassig (DIN: 01680305), who retires by rotation and being eligible, offers himself for re-appointment.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	623	1596687563	90.95%

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	371	158884023	9.05%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 4: Ordinary Resolution: To appoint a Director in place of Mr. Ranjit Shahani (DIN: 00103845), who retires by rotation and being eligible, offers himself for re-appointment.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	629	1601782809	91.24%

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	367	153788822	8.76%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 5: Ordinary Resolution: Appointment of Statutory Auditors and fix their remuneration.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	949	1727757184	98.42%

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	44	27811753	1.58%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

SPECIAL BUSINESS

Resolution No. 6: Ordinary Resolution: Approval for Material Related Party Transaction.

Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	979	502390703	100%

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	13	2475	0.00%

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 7: Ordinary Resolution: Ratification of remuneration to the Cost Auditors.Voted **in favour** of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	969	1748965782	99.62%

Voted **against** the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	26	6606214	0.38

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

The electronic data containing records of the voting by the members present through Remote e-voting and E-voting at AGM have been handed over to the Company Secretary for safe keeping.

Surendra U Kanstiya
 Practising Company Secretary
 FCS 2777. CP 1744
 UDIN: F002777D000241840
 Place: MUMBAI
 Date: 29th April 2022